

# HOGAN & HARTSON

L.L.P.

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9/16/97

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June 27, 1997

**RECEIVED**

JUN 27 1997

FEDERAL COMMUNICATIONS COMMISSION  
OFFICE OF THE SECRETARY

**BY HAND DELIVERY**

William F. Caton  
Acting Secretary  
Federal Communications Commission  
1919 M Street, N.W., Room 222  
Washington, D.C. 20554  
Attn: Policy and Rules Branch  
Commercial Wireless Division

**Re: Application on Form 490 for Assignment  
of Personal Communications Service Station  
KNLF906, from Consolidated Communications Inc.  
to McLeodUSA Incorporated**

Dear Mr. Caton:

Enclosed for filing are an original and three microfiche copies of an application on Form 490 for assignment of a PCS license from Consolidated Communications Inc. ("Consolidated") to McLeodUSA Incorporated ("McLeod").

This application is part of a larger transaction between McLeod and Consolidated, which have entered into an Agreement and Plan of Merger. Pursuant to that Agreement, McLeod has formed a wholly-owned subsidiary, Eastside Acquisition Co. ("Eastside"). Upon receipt of necessary regulatory approvals, Consolidated will merge with and into Eastside with Eastside surviving and being renamed Consolidated Communications Inc. ("New Consolidated"). Thereafter, Consolidated's subsidiaries will continue to operate as wholly-owned subsidiaries of McLeod. This transaction will serve the public interest because the combined companies will be better able to provide high-quality telecommunications services at competitive prices.

BRUSSELS LONDON MOSCOW PARIS\* PRAGUE WARSAW

BALTIMORE, MD BETHESDA, MD COLORADO SPRINGS, CO DENVER, CO McLEAN, VA

\\DC - 62854/12 - 0476889.01

\*Affiliated Office

HOGAN & HARTSON L.L.P.

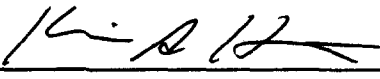
William F. Caton  
Acting Secretary  
June 27, 1997  
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Because of the number of separate filings involved in this transaction, the parties request a joint Public Notice of all the applications related to the transaction. Susan O'Connell in the International Bureau has agreed to coordinate the Public Notice for the applications.

Please address any questions concerning Consolidated to Veronica Ahern and J. Breck Blalock of Nixon, Hargrave, Devans & Doyle, L.L.P. at (202) 457-5300. Questions regarding McLeod should be addressed to the undersigned.

Respectfully submitted,

HOGAN & HARTSON L.L.P.

By:   
Karis A. Hastings  
Eric H. Loeb  
Counsel for  
McLeodUSA Incorporated

Enclosures

cc: Susan O'Connell, International Bureau  
James N. Loughry, Wireless Telecommunications Bureau

FCC 490

## FEDERAL COMMUNICATIONS COMMISSION

Approved by OMB  
3060-0319  
Expires 10/31/97  
Est. Avg. Burden Hours  
Per Response: 3 Hrs.

FCC Use Only  
(File Number)

# Application for Assignment of Authorization or Consent to Transfer of Control of Licensee

Commercial Mobile Radio Services  
Rural Radiotelephone Service

FCC Use Only

## FILING FEE

(a) Fee Type Code	(b) Fee Multiple	(c) Fee Due for Fee Type Code in (a)	(d) Total Amount Due	FCC Use Only
N/A	N/A	N/A	\$ N/A	

## ASSIGNOR OR TRANSFEROR

T1. Name of Assignor or Transferor Consolidated Communications Inc.		T2. Voice Telephone Number (217) 235-4456	
T3. Assumed Name Used for Doing Business (if any)		T4. Fax Telephone Number (217) 234-9934	
T5. Mailing Street Address or P.O. Box 121 South 17th Street			
T6. City Mattoon		T7. State IL	T8. Zip Code 61938
T9. Name of Contact Representative (if other than Assignor or Transferor) Peter A. Rohrbach		T10. Voice Telephone Number (202) 637-8631	
T11. Firm or Company Name Hogan & Hartson L.L.P.		T12. Fax Telephone Number (202) 637-5910	
T13. Mailing Street Address or P.O. Box 555 Thirteenth Street, N.W.			
T14. City Washington		T15. State DC	T16. Zip Code 20004

## TYPE OF TRANSACTION

T17. This application requests	( A )	Assignment of authorization	Consent to Transfer of Control of Licensee
T18. How will assignment or transfer of control be accomplished?	( O )	Sale or other transfer or assignment of stock	Other
T19. This assignment of authorization or transfer of control of license is	( V )	Voluntary	Involuntary
T20. Will this be a <u>pro forma</u> assignment or transfer of control?	( N )	Yes	No
T21. Is local or state authorization required for this assignment or transfer of control?	( Y )	Yes	No

**AUTHORIZATION(S) TO BE ASSIGNED OR TRANSFERRED**

[illegible]

## ASSIGNMENT OF STOCK

Stock	Number of Shares	Classification
Shares to be transferred	T27. See Exhibit 1	T28.
Shares issued and outstanding	T29.	T30.
Shares authorized	T31.	T32.

## ASSIGNEE OR TRANSFEREE

T33. Name of Assignee or Transferee Eastside Acquisition Co. (to be "Consolidated Communications Inc.")		T34. Voice Telephone Number (217) 235-4456	
T35. Assumed Name Used for Doing Business (if any)		T36. Fax Telephone Number (217) 234-9934	
T37. Mailing Street Address or P.O. Box 121 South 17th Street			
T38. City Mattoon	T39. State IL	T40. Zip Code 61938	

## NEW LICENSEE INFORMATION

T41. Legal Name of Licensee Eastside Acquisition Co. (to be "Consolidated Communications Inc.")		T42. Voice Telephone Number (217) 235-4456	
T43. Assumed Name Used for Doing Business (if any)		T44. Fax Telephone Number (217) 234-9934	
T45. Mailing Street Address or P.O. Box 121 South 17th Street			
T46. City Mattoon	T47. State IL	T48. Zip Code 61938	

## ALIEN OWNERSHIP

T49. Is the assignee or transferee a foreign government or the representative of any foreign government?	( N )	Yes	No
T50. Is the assignee or transferee an alien or the representative of an alien?	( N )	Yes	No
T51. Is the assignee or transferee a corporation organized under the laws of any foreign government?	( N )	Yes	No
T52. Is the assignee or transferee a corporation of which any officer or director is an alien or of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	( N )	Yes	No
T53. Is the assignee or transferee a corporation directly or indirectly controlled by any other corporation of which any officer or more than one-fourth of the directors are aliens, or of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? • If "yes", attach exhibit explaining nature and extent of alien or foreign ownership or control.	( N )	Yes	No

## BASIC QUALIFICATIONS

T54. Has the assignor or transferor, assignee or transferee, or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission?	( N )	Yes	No
T55. Has the assignor or transferor, assignee or transferee, or any party to this application, or any party directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application ever been convicted of a felony by any state or federal court?	( N )	Yes	No
T56. Has any court finally adjudged the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition?	( N )	Yes	No
T57. Is the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, currently a party in any pending matter referred to in the preceding two items?	( N )	Yes	No
T58. Do the undersigned each certify (by responding "Y" to this question) that neither the assignor or transferor nor the assignee or transferee is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance? • See 47 CFR 1.2002(b) for the meaning of "party to the application" for these purposes.	( Y )	Yes	No

## ASSIGNOR OR TRANSFEROR CERTIFICATION

<p>The ASSIGNOR or TRANSFEROR represents that the authorization will not be assigned or that control of the licensee will not be transferred unless and until the consent of the Federal Communications Commission has been given; that all exhibits attached or referenced herein are a material part hereof and are incorporated herein as if set out in full in this application; and that all statements made in this application are true, complete and correct to the best of his or her knowledge and belief.</p>	
T59. Typed Name of Person Signing  J. Lyle Patrick	T60. Title  Chief Financial Officer
T61. Signature 	T62. Date  6-24-97

## ASSIGNEE OR TRANSFeree CERTIFICATION

<p>The ASSIGNEE or TRANSFeree waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise. The assignee or transferee certifies that grant of this assignment or transfer of control would not cause the assignee or transferee to be in violation of the spectrum aggregation limit in 47 CFR Part 20. The assignee or transferee agrees to assume all obligations and abide by all conditions imposed upon the assignor or transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against, the assignor or transferor prior to this assignment or transfer of control. The undersigned, individually and for the assignee or transferee, hereby certifies that the statements made herein are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.</p>			
T63. The assignee or transferee is a (an)    ( C )    Individual      Unincorporated Association      Partnership      Corporation			
T64. Typed Name of Person Signing  Casey D. Mahon	T65. Title  Secretary		
T66. Signature 	T67. Date  6/24/97		
<p><b>WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).</b></p>			

**EXHIBIT 1**  
**(Questions T27-T32)**

**Description of Transaction**

**McLeodUSA Incorporated ("McLeod") and Consolidated Communications Inc. ("Consolidated") have determined that they will realize significant economic and marketing efficiencies through a transaction by which Consolidated will become a wholly-owned subsidiary of McLeod. Accordingly, on June 14, 1997, McLeod and Consolidated executed an Agreement and Plan of Merger ("Agreement"). Pursuant to the Agreement, McLeod has formed Eastside Acquisition Co. ("Eastside"), a wholly-owned Delaware corporation, for the purpose of consummating the proposed reorganization. Consolidated will merge with and into Eastside, with Eastside surviving. As a result of this merger, all licenses held directly by Consolidated will be assigned to Eastside. Eastside will then be renamed Consolidated Communications Inc. ("New Consolidated"). All subsidiaries of Consolidated will remain subsidiaries of New Consolidated. At the effective time of the merger, \$155 million in cash and approximately 8.5 million shares of McLeod Class A Common Stock (\$0.01 par value) will be distributed to the owners of Consolidated Common and Preferred Stock. Specifically, each share of Consolidated Series A Preferred Stock will be exchanged for approximately 4.5 shares of McLeod Class A Common Stock and each share of Consolidated Series B Preferred Stock will be exchanged for approximately 4.5 shares of McLeod Class A Common Stock. Consolidated Common Stock will be exchanged for a mix of cash**

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**FCC Form 490**  
**June 1997**

and McLeod Class A Common Stock, which exact mix will be elected by each shareholder of Consolidated Common Stock.



**EXHIBIT 2**

**CMRS/PCS Licenses Held by Parties in Interest to Application**

McLeod is the licensee of the following Broadband PCS E block licenses. McLeod's primary business is telecommunications services, and the principals of McLeod are substantially engaged in telecommunications services.

<u>Call Sign</u>	<u>Call Sign</u>	<u>Call Sign</u>	<u>Call Sign</u>	<u>Call Sign</u>
KNLF927	KNLG865	KNLG860	KNLG866	KNLG867
KNLG868	KNLG869	KNLG870	KNLG871	KNLG861
KNLG872	KNLG862	KNLG873	KNLG874	KNLG875
KNLG876	KNLG877	KNLG878	KNLG879	KNLG881
KNLG863	KNLG882	KNLG883	KNLG864	KNLG884

The primary business of Consolidated is telecommunications services, and the principals of Consolidated are substantially engaged in telecommunications services. Consolidated is the licensee of the following Rural Radiotelephone Licenses: KNLN936; KNLN783.

The primary business of Illinois Consolidated Telephone Company ("ICTC") is telecommunications services, and the principals of ICTC are substantially engaged in telecommunications services. ICTC is the licensee of the following Rural Radiotelephone - Improved Mobile Telephone Licenses: KSJ763, KSJ764, KSJ765.

The primary business of Consolidated Communications Telecom Services ("CCTS"), a wholly-owned subsidiary of Consolidated, is

telecommunications services, and the principals of CCTS are substantially engaged in telecommunications services. CCTS is the licensee of the following Paging and Radiotelephone License: KWH311.

The primary business of Consolidated Communications Mobile Services ("CCMS"), a wholly-owned subsidiary of Consolidated, is telecommunications services, and the principals of CCMS are substantially engaged in telecommunications services. CCMS is in the process of being dissolved. The Commission granted the transfer of the licenses held by CCMS to CCTS in FCC File No. 25387-CD-TC-96. At the time of this filing, however, the Commission had not changed its records to reflect this change. Accordingly, the Commission's records show that CCMS is the licensee of the following Paging and Radiotelephone Licenses: KKB532; KNKC246; KNKD355; KNKC251; KNKD218, KNKC250. The records also show that CCMS is the licensee of the following Rural Radiotelephone - Improved Mobile Telephone Service License: KSC369. For all of the above licenses in this paragraph, the Commission's records should show that CCTS is the licensee.

Consolidated holds a 95% interest in Midwest Cellular Associates ("Midwest"), which in turn holds a 27.35% interest in Illinois SMSA Limited Partnership ("ISLP"). Ameritech is the general partner and greater than 50% interest holder in ISLP, and Midwest as a limited partner does not have the ability to influence ISLP on a regular basis. The primary business of Midwest and ISLP is telecommunications services, and the partners of Midwest and ISLP are

substantially engaged in telecommunications services. By virtue of its 27.35% interest in ISLP, Midwest holds interests in the following cellular licenses:

<u>Call Sign / RSA</u>
MSA 202, Champaign - Urbana - Rantoul
MSA 190, Springfield, IL
MSA 269, Decatur, IL
MSA 243, Bloomington-Normal, IL
RSA 397, Illinois 2-Adams
RSA 398, Illinois 5-Mason
RSA 399, Illinois 6-Montgomery
RSA 400, Illinois 7- Vermilion

#### Parties to Application

McLeodUSA Incorporated ("McLeod") currently holds a greater than five percent direct or indirect interest in the following entities:

<u>Company</u>	<u>Business</u>
McLeodUSA Telecommunications Services, Inc.	Telecommunications
McLeodUSA Media Group, Inc.	Intermediate Holding Company
McLeodUSA Diversified, Inc.	Intermediate Holding Company
McLeodUSA Network Services, Inc.	Fiber Optic Network Construction
McLeodUSA Publishing Co.	Directory Publishing
McLeodUSA Maintenance Services, Inc.	Maintenance of Fiber Optic Facilities
Digital Communications of Iowa, Inc.	Sales and Installation of Telephone Equipment
ESI/McLeodUSA, Inc.	Sales and Installation of Telephone Equipment
MWR Towers, Inc.	Tower and Real Estate Leasing
Ruffalo, Cody & Associates, Inc.	Marketing and Fundraising
Campus Call, Inc.	Telemarketing Fundraising for Colleges
OakTel Directory L.C.	Directory Publishing

**Consolidated Communications Inc.**  
**FCC Form 490**  
**June 1997**

The current five percent of greater shareholders of McLeod are as follows:

<u><b>Name and Address</b></u>	<u><b>Percentage Ownership</b></u>	<u><b>Citizenship</b></u>
IES Investments, Inc. 200 1st Street, S.E. Cedar Rapids, Iowa 52401	17.1	U.S. Corporation
Clark E. McLeod Mary McLeod McLeodUSA Incorporated McLeodUSA Technology Park 6400 C Street, S.W. P.O. Box 3177 Cedar Rapids, Iowa 52406-3177	9.0 8.2	U.S.
MWR Investments Inc. 500 E. Court Ave. Des Moines, Iowa 50309	15.7	U.S. Corporation
Putnam Investment Management, Inc. One Post Office Square Boston, MA 02109	7.5	U.S. Corporation
Allsop Venture Partners III, L.P. 2750 1st Ave. Cedar Rapids, Iowa 52402	7.4	U.S. Limited Partnership

Consolidated Communications Inc. ("Consolidated") currently holds a greater than five percent direct or indirect interest in the following entities:

<b>Company</b>	<b>Business</b>
Illinois Consolidated Telephone Company	Telecommunications
Consolidated Communications Telecom Services Inc.	Telecommunications
Consolidated Communications Directories Inc.	Directory & Electronic Publishing
Consolidated Market Response Inc.	Marketing & Database Services
Consolidated Communications Operator Services Inc.	Operator Services
Consolidated Communications Public Services Inc.	Telecommunications
Consolidated Communications Systems & Services Inc.	Information Technology
Greene County Partners, Inc.	Cable TV

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<b>CCD/Scripps, L.L.C.</b>	<b>Directory Publishing</b>
<b>Coles Park, L.L.C.</b>	<b>Office Park Owner</b>
<b>SRG, Inc.</b>	<b>Software Design</b>
<b>Midwest Cellular Associates</b>	<b>Telecommunications</b>
<b>Illinois SMSA Limited Partnership</b>	<b>Telecommunications</b>
<b>Mattoon Enterprise Park, L.L.C.</b>	<b>Office Park Owner</b>
<b>National Telecommunications Network</b>	<b>Telecommunications</b>
<b>Effingham Hi-Tech General Partnership</b>	<b>Office Park Owner</b>
<b>International Teldata Corporation</b>	<b>Electronic Meter Reading</b>

A list of the shareholders of Consolidated is attached. All trustees and beneficiaries are U.S. citizens.

List of Shareholders

Page 1 of 6

<u>Name and Address</u>	<u>Common</u>	<u>Series A \$100, 8.20% Preferred</u>	<u>Series B \$100, 8.50% Preferred</u>
Margaret Lumpkin Keon, Mary Lee Sparks, and Richard Anthony Lumpkin, not individually but as Trustees under Voting Trust Agreement dated November 30, 1994			
Margaret Lumpkin Keon, Trustee of the Margaret Lumpkin Keon Trust dated May 13, 1978 Keon Associates 16 Miller Avenue - #203 Mill Valley, California 94941	53,340		
Richard Anthony Lumpkin as Trustee Under Trust Agreement dated May 13, 1978 f/b/o Richard Anthony Lumpkin Mattoon, Illinois 61938	27,839		
Richard Anthony Lumpkin and Christina Louise Sparks as Trustees Under Trust Agreement dated May 13, 1978 f/b/o Mary Lee Sparks Mattoon, Illinois 61938	57,840		
Richard Anthony Lumpkin and Harris Trust and Savings Bank as Trustees u/a/d Feb. 6, 1970 c/o Harris Trust and Savings Bank 111 West Monroe Street Chicago, Illinois 60690	421,874		
Richard Anthony Lumpkin and Harris Trust and Savings Bank as Trustees u/a/d Feb. 6, 1970 as supplemented by Supplemental Agreement dated November 5, 1976 c/o Harris Trust and Savings Bank 111 West Monroe Street Chicago, Illinois 60690	28,126		
Total	589,019	-	-

<b><u>Name and Address</u></b>	<b><u>Common</u></b>	<b><u>Series A \$100, 8.20% Preferred</u></b>	<b><u>Series B \$100, 8.50% Preferred</u></b>
The Lumpkin Foundation Mattoon, Illinois	45,000	-	-
Richard Adamson Lumpkin Grandchildren's Trust dated 9/5/80 Mattoon, Illinois 61938 (Trustee: Richard Anthony Lumpkin)	48,838	-	-
Margaret Lumpkin Keon, Trustee of the Margaret Lumpkin Keon Trust dated May 13, 1978 Keon Associates 16 Miller Avenue - #203 Mill Valley, California 94941	-	3,960	43,763
Margaret L. Keon 1993 Grantor Retained Annuity Trust Mattoon, Illinois 61938 (Trustees: Pamela Keon Vitale and Joseph John Keon III)	-	-	21,763
Margaret L. Keon 1990 Dynasty Trust Mattoon, Illinois 61938 (Trustee: Margaret L. Keon)	21,681	-	-
Richard Anthony Lumpkin, not individually, but as trustee of the trust named for Joseph John Keon III created under the Mary Green Lumpkin Gallo Trust Agreement dated December 29, 1989 Mattoon, Illinois 61938	35,000	-	-
Richard Anthony Lumpkin, not individually, but as trustee of the trust named for Katherine Stoddert Keon created under the Mary Green Lumpkin Gallo Trust Agreement dated December 29, 1989 Mattoon, Illinois 61938	35,000	-	-
Richard Anthony Lumpkin, not individually, but as trustee of the trust named for Lisa Anne Keon created under the Mary Green Lumpkin Gallo Trust Agreement dated December 29, 1989 Mattoon, Illinois 61938	35,000	-	-

<u>Name and Address</u>	<u>Common</u>	<u>Series A \$100, 8.20% Preferred</u>	<u>Series B \$100, 8.50% Preferred</u>
Richard Anthony Lumpkin, not individually, but as trustee of the trust named for Margaret Lynley Keon created under the Mary Green Lumpkin Gallo Trust Agreement dated December 29, 1989 Mattoon, Illinois 61938	35,000	-	-
Richard Anthony Lumpkin, not individually, but as trustee of the trust named for Pamela Keon Vitale created under the Mary Green Lumpkin Gallo Trust Agreement dated December 29, 1989 Mattoon, Illinois 61938	35,000	-	-
Richard Anthony Lumpkin, not individually, but as trustee of the trust named for Susan Tamara Keon DeWyngaert created under the Mary Green Lumpkin Gallo Trust Agreement dated December 29, 1989 Mattoon, Illinois 61938	35,000	-	-
Margaret L. Keon 1990 Personal Income Trust for the Benefit of Joseph John Keon III dated April 20, 1990 Mattoon, Illinois 61938 (Trustees: David R. Hodgman and R. J. Currey)	10,000	-	-
Margaret L. Keon 1990 Personal Income Trust for the Benefit of Katherine Stoddert Keon dated April 20, 1990 Mattoon, Illinois 61938 (Trustees: David R. Hodgman and R. J. Currey)	10,000	-	-
Margaret L. Keon 1990 Personal Income Trust for the Benefit of Lisa Anne Keon dated April 20, 1990 Mattoon, Illinois 61938 (Trustees: David R. Hodgman and R. J. Currey)	10,000	-	-
Margaret L. Keon 1990 Personal Income Trust for the Benefit of Margaret Lynley Keon dated April 20, 1990 Mattoon, Illinois 61938 (Trustees: David R. Hodgman and R. J. Currey)	10,000	-	-



<u>Name and Address</u>	<u>Common</u>	<u>Series A \$100, 8.20% Preferred</u>	<u>Series B \$100, 8.50% Preferred</u>
Margaret L. Keon 1990 Personal Income Trust for the Benefit of Pamela Keon Vitale dated April 20, 1990 Mattoon, Illinois 61938 (Trustees: David R. Hodgman and R. J. Currey)	10,000	-	-
Margaret L. Keon 1990 Personal Income Trust for the Benefit of Susan Tamara Keon DeWyngaert dated April 20, 1990 Mattoon, Illinois 61938 (Trustees: David R. Hodgman and R. J. Currey)	10,000	-	-
Richard Anthony Lumpkin as Trustee under Trust Agreement dated May 13, 1978 f/b/o Richard Anthony Lumpkin Mattoon, Illinois 61938	-	3,960	43,827
Richard Anthony Lumpkin 1993 Grantor Retained Annuity Trust Mattoon, Illinois 61938 (Trustees: Richard's two children)	-	-	21,833
Richard Anthony Lumpkin 1990 Dynasty Trust Mattoon, Illinois 61938 (Trustee: Richard Anthony Lumpkin)	21,680	-	-
Richard Anthony Lumpkin, not individually, but as trustee of the trust named for Benjamin Iverson Lumpkin created under the Mary Green Lumpkin Gallo Trust Agreement dated December 29, 1989 Mattoon, Illinois 61938	55,000	-	-
Richard Anthony Lumpkin, not individually, but as trustee of the trust named for Elizabeth Arabella Lumpkin created under the Mary Green Lumpkin Gallo Trust Agreement dated December 29, 1989 Mattoon, Illinois 61938	55,000	-	-
Richard Anthony Lumpkin 1990 Personal Income Trust for the Benefit of Benjamin Iverson Lumpkin dated April 20, 1990 Mattoon, Illinois 61938 (Trustees: David R. Hodgman and R. J. Currey)	95,000	-	-

<u>Name and Address</u>	<u>Common</u>	<u>Series A \$100, 8.20% Preferred</u>	<u>Series B \$100, 8.50% Preferred</u>
Richard Anthony Lumpkin 1990 Personal Income Trust for the Benefit of Elizabeth Arabella Lumpkin dated April 20, 1990 Mattoon, Illinois 61938 (Trustees: David R. Hodgman and R. J. Currey)	95,000	-	-
Mary Lee Sparks 2438 Campbell Road, N. W. Albuquerque, New Mexico 87104	-	3,960	40,606
Mary Lee Sparks 1993 Grantor Retained Annuity Trust Mattoon, Illinois 61938 (Trustees: Mary Lee's four children)	1,250	-	18,019
Mary Lee Sparks 1990 Dynasty Trust Mattoon, Illinois 61938 (Trustee: Richard Anthony Lumpkin)	21,681	-	-
Richard Anthony Lumpkin, not individually, but as trustee of the trust named for Anne Romaine Sparks created under the Mary Green Lumpkin Gallo Trust Agreement dated December 29, 1989 Mattoon, Illinois 61938	40,000	-	-
Richard Anthony Lumpkin, not individually, but as trustee of the trust named for Barbara Lee Sparks created under the Mary Green Lumpkin Gallo Trust Agreement dated December 29, 1989 Mattoon, Illinois 61938	40,000	-	-
Richard Anthony Lumpkin, not individually, but as trustee of the trust named for Christina Louise Sparks created under the Mary Green Lumpkin Gallo Trust Agreement dated December 29, 1989 Mattoon, Illinois 61938	40,000	-	-
Richard Anthony Lumpkin, not individually, but as trustee of the trust named for John Woodruff Sparks created under the Mary Green Lumpkin Gallo Trust Agreement dated December 29, 1989 Mattoon, Illinois 61938	40,000	-	-

<u>Name and Address</u>	<u>Common</u>	<u>Series A \$100, 8.20% Preferred</u>	<u>Series B \$100, 8.50% Preferred</u>
Mary Lee Sparks 1990 Personal Income Trust for the Benefit of Anne Romaine Sparks dated April 20, 1990 Mattoon, Illinois 61938 (Trustees: David R. Hodgman and R. J. Currey)	20,000	-	-
Mary Lee Sparks 1990 Personal Income Trust for the Benefit of Barbara Lee Sparks dated April 20, 1990 Mattoon, Illinois 61938 (Trustees: David R. Hodgman and R. J. Currey)	20,000	-	-
Mary Lee Sparks 1990 Personal Income Trust for the Benefit of Christina Louise Sparks dated April 20, 1990 Mattoon, Illinois 61938 (Trustees: David R. Hodgman and R. J. Currey)	20,000	-	-
Mary Lee Sparks 1990 Personal Income Trust for the Benefit of John Woodruff Sparks dated April 20, 1990 Mattoon, Illinois 61938 (Trustees: David R. Hodgman and R. J. Currey)	20,000	-	-
Total	1,559,149	11,880	189,811

**EXHIBIT 3**

**Section 1.2111(a) Reporting Requirement**

The broadband PCS license held by Consolidated was awarded through a competitive bidding procedure. A copy of the merger agreement between Consolidated and McLeod is attached.

**AGREEMENT AND PLAN OF REORGANIZATION**

**BY AND AMONG**

**MCLEODUSA INCORPORATED,**

**EASTSIDE ACQUISITION CO.**

**and**

**CONSOLIDATED COMMUNICATIONS INC.**

**Dated as of June 14, 1997**

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<b>EXHIBIT D</b>	<b>FORM OF OPINION OF SCHIFF HARDIN &amp; WAITE</b>
<b>EXHIBIT E</b>	<b>FORM OF OPINION OF HOGAN &amp; HARTSON L.L.P.</b>